

RECORDATION NO. 29714-^A FILED

APR 04 '11 -2 35 PM

SURFACE TRANSPORTATION BOARD

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April 4, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, effective as of July 21, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 29714

The names and addresses of the parties to the enclosed document are

Lessor.	TLP Rail Trust I by Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 29890
Manager/Agent	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
[Lessee	Cru Trading Co 333 Clay St Ste 4700 Houston, TX 77002]

Chief
Section of Administration
April 4, 2011
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A description of the railroad equipment covered by the enclosed document is:

5 tank cars within the series TILX 251841 - TILX 251871 as more particularly set forth in the attachment to the document


A short summary of the document to appear in the index is.

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement effective as of July 21, 2011 by TLP Rail Trust I, a Delaware statutory trust, as lessor (the "Lessor") and Trinity Industries Leasing Company, a Delaware corporation ("TILC") as manager and agent for the Lessor (in such capacity the "Manager").

W I T N E S S E T H:

The Manager, acting for the Lessor as its duly authorized agent, has executed Rider Thirteen (13) to Railroad Car Lease Agreement, effective July 21, 2011 (the "Rider"), pursuant to which the Lessor has agreed to lease to Cru Trading Co. (the "Lessee"), and the Lessee has agreed to lease from the Lessor, certain railroad cars bearing road numbers as listed on Exhibit A hereto.

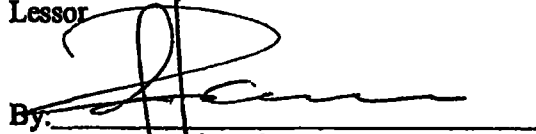
The Rider pursuant to its terms incorporates by reference, to be applicable as between the Lessor and the Lessee in respect of the separate lease transaction evidenced by the Rider, the provisions of that certain master Railroad Car Lease Agreement, dated June 1, 2009, between TILC and the Lessee.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, each of the undersigned has caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee, as Lessor

By: 

Name: Jose L. Paredes
Title: Assistant Vice President

**TRINITY INDUSTRIES LEASING
COMPANY, as Manager**

By: _____

Name:
Title:

Executed on this 31st day of March, 2011

Executed on this ____ day of _____, 2011

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, each of the undersigned has caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

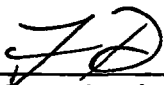
TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee, as Lessor

By: _____
Name: _____
Title: _____

Executed on this ____ day of _____, 2011

TRINITY INDUSTRIES LEASING COMPANY, as Manager

By:  _____
Name: Lance Davis
Title: Vice President

Executed on this 31st day of MARCH, 2011

[Memorandum of Lease Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 31st day of March 2011, before a Notary Public in and for said County and State, personally appeared Jose Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 31, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



A handwritten signature in cursive script, appearing to read "Lisa A. Pittaccio", written over a horizontal line.

Name: LISA A. PITTACCIO
Notary Public Notary Public - State of Delaware
My Comm. Expires May 10, 2011

My Commission Expires:
Residing in Delaware

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31st day of March 2011, before a Notary Public in and for said County and State, personally appeared Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/2012
Residing in Cedar Hill TX



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	25,498 nominal gallon capacity, DOT 111A100W1 exterior coiled and insulated railroad tank cars
Quantity:	Five (5)
Road Numbers:	TILX 251841, 251864, 251865, 251869 and 251871

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/11/11



Robert W Alvord